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November 7, 2002

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By Hand Delivery

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation. Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On September 19 and 27, and October 24, 2002, AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast")(collectively, the "Applicants") filed *ex parte* Letters providing information regarding the status of pending franchise transfer of control applications before local Franchising authorities ("LFAs") in connection with the above-referenced merger proceeding. The Applicants noted in those letters that they have sought approval for transfer of control of franchises in connection with the proposed merger from a total of 1,791 LFAs. As of the date of this letter, 98.66% of the franchising authorities have either consented to the transfers or allowed the 120 day review period to elapse without objection. In the case of Comcast, 99.7% of its 660 local franchising authorities have consented or not objected to the transfer; in the case of AT&T Broadband, 98.05% of its 1,131 franchising authorities have consented or not objected to the transfer.¹ AT&T and Comcast continue to work diligently to obtain the remaining local license transfers.

¹ At the request of the Media Bureau, the Applicants attach hereto a list of LFAs that have denied the franchise transfer of control applications.

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List ANDIE

Marlene H. Dortch
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Pursuant to section 1.1206(b) of the Commission's rules, an original and two copies of this letter are being filed with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. Renee Callahan". The signature is fluid and cursive, with the first initial "A." being prominent.

A. Renee Callahan

Attachment

cc:	Royce D. Sherlock	Roger D. Holberg	Erin Dozier
	Simon Wilkie	James R. Bird	William Devcr
	Cynthia Bryant	Jeff Tobias	Patrick Webre
	Lauren Kravetz Patrich	Qualex International	

Attachment
AT&T Comcast's Franchise Transfer of Control Applications
List of LFA Denials

Comcast

1. Buckingham Township, Pennsylvania
2. Conestoga Township, Pennsylvania

AT&T Broadband

1. Berkeley, California
2. Contra Costa County, California
3. Richmond, California
4. Monterey County, California
5. Fort Pierce, Florida
6. Hialeah, Florida
7. DeKalb County, Georgia
8. Alsip, Illinois
9. Johnsburg, Illinois
10. Woodstock, Illinois
11. LaPorte, Indiana
12. Ashburnham, Massachusetts
13. Barnstable, Massachusetts
14. Bedford, Massachusetts
15. Belmont, Massachusetts
16. Cambridge, Massachusetts
17. Lakeville, Massachusetts
18. New Bedford, Massachusetts
19. Wellesley, Massachusetts
20. Westford, Massachusetts
21. Yarmouth, Massachusetts
22. Mentor, Ohio